HOLDING COMPANY REPORT

At the end of 1989, there were 1,354 operating companies in the United States. The twenty-two holding companies included in this report contain 283 of these operating companies.

The following pages contain information on the twenty-two holding companies. These companies represent 95% of the total industry's access lines and 95% of the total industry's operating revenues.

The largest telephone company or group in terms of access lines is Bell Atlantic Corporation, serving customers in the mid-Atlantic states. BellSouth Corporation, operating in the southeastern states, ranks as the largest company or group in terms of total operating revenues.

For further information regarding this publication, please contact Kelley Hoolihan on (202) 835-3263.

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ALLTEL CORPORATION
100 Executive Parkway
Hudson, Ohio 44236

Chairman of the Board:	Weldon W. Case
President & Chief Executive Officer:	Joe T. Ford
Executive Vice President & Chief Financial Officer:	Max E. Bobbitt
Executive Vice President — Telephone Operations:	Frederick G. Griech
Senior Vice President — Non-Regulated Operations:	John T. Dunbar
Executive President — Controller:	Dennis J. Ferra
Vice President — Investor Relations:	Ronald D. Payne
Vice President — Corporate Planning:	Tom T. Orsini
Treasurer:	Nick F. Arena
Secretary:	George C. McConnaughey
Telephone Number:	216/650-7000
Year Incorporated:	1960

Holding Company Figures
December 31, 1989

1. Number of Common Stockholders	44,960
2. Number of Preferred Stockholders	3,961

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	1,123,590	—
2. Exchanges	596	—
3. Percentage of Access Lines of Industry Total	.83	—
4. Total Number of States Operating In	25	—
5. Total Gross Plant	$2,336,591,000	$2,080
6. Total Operating Revenues	$ 801,575,000	$ 713
7. Number of Employees	5,887	—

Regulated Construction Expenditures

For Year 1989	$183,980,600

ALLTEL CORPORATION

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1989

1. ALLTEL Alabama, Inc. — Leeds, Alabama
2. ALLTEL Arkansas, Inc. — Little Rock, Arkansas
3. ALLTEL Carolina, Inc. — Matthews, North Carolina
4. ALLTEL Florida, Inc. — Live Oak, Florida
5. ALLTEL Georgia, Inc. — Commerce, Georgia
6. ALLTEL Illinois, Inc. — Rantoul, Illinois
7. ALLTEL Indiana, Inc. — Ossian, Indiana
8. ALLTEL Kentucky, Inc. — Shepherdsville, Kentucky
9. ALLTEL Michigan, Inc. — Stockbridge, Michigan
10. ALLTEL Mississippi, Inc. — Florence, Mississippi
11. ALLTEL Missouri, Inc. — Dixon, Missouri
12. ALLTEL New York, Inc. — Jamestown, New York
13. ALLTEL Ohio, Inc. — Newark, Ohio
14. ALLTEL Oklahoma, Inc. — Burns Flat, Oklahoma
15. ALLTEL Pennsylvania, Inc. — Kittanning, Pennsylvania
16. ALLTEL South Carolina, Inc. — Lexington, South Carolina
17. ALLTEL Tennessee, Inc. — Powell, Tennessee
18. ALLTEL Texas, Inc. — Nocona, Texas
19. Brookville Telephone Company — Brookville, Pennsylvania
20. Clymer Telephone Company — Clymer, New York
21. CP National Corporation (Telephone Company) —
    - — Colusa, California
    - — Myrtle Creek, Oregon
    - — Elko, Nevada
22. Elyria Telephone Company — Elyria, Ohio
23. Heins Telephone Company — Sanford, North Carolina
24. Mountain State Telephone Company — Masontown, West Virginia
25. Murraysville Telephone Company — Export, Pennsylvania
26. Navajo Communications Company, Inc. — Window Rock, Arizona
27. Nevada Telephone-Telegraph Company — Tonopah, Nevada
28. Oklahoma ALLTEL, Inc. — Poteau, Oklahoma
29. Romain Telephone Company — Plains, Texas
30. Sandhill Telephone Company — Aberdeen, North Carolina
31. Texas Midland Telephone Company — Grandview, Texas
32. Trinity Valley Telephone Company — Winnie, Texas
33. Tuolumne Telephone Company — Tuolumne, California
34. Western Reserve Telephone Company — Hudson, Ohio

AMERITECH
30 South Wacker Drive
Chicago, Illinois 60606

Chairman & Chief Executive Officer:	William L . Weiss
Vice Chairman & Chief Financial and Administrative Officer:	William H. Springer
Senior Vice President & General Counsel:	Thomas P. Hester
Vice President — Government Affairs:	Allan J. Arlow
Vice President & Treasurer:	Carl G. Koch
Vice President & Comptroller:	Robert P. Schaen
Vice President — Washington Office:	John J. Connarn
President — Ameritech Bell Group:	Robert L. Barnett
Secretary:	Bruce B. Howat
Telephone Number:	312/750-5000
Year Incorporated:	1983

Holding Company Figures
December 31, 1989

1. Number of Common Stockholders	1,124,000

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	15,899,000	—
2. Exchanges	2,434	—
3. Percentage of Access Lines of Industry Total	11.78	—
4. Total Number of States Operating In	5	—
5. Total Gross Plant	$25,092,400,000	$1,578
6. Total Operating Revenues	$ 9,353,339,000	$ 588
7. Number of Employees	71,419	—

Regulated Construction Expenditures

For Year 1989	$2,014,600,000

AMERITECH

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1989

1. Illinois Bell Telephone Company — Chicago, Illinois
2. Indiana Bell Telephone Company, Inc. — Indianapolis, Indiana
3. Michigan Bell Telephone Company — Detroit, Michigan
4. Ohio Bell Telephone Company — Cleveland, Ohio
5. Wisconsin Bell, Inc. — Milwaukee, Wisconsin

BELL ATLANTIC CORPORATION
1600 Market Street
Philadelphia, Pennsylvania 19103

Chairman & Chief Executive Officer:	Raymond W. Smith
Vice Chairman & Chief Financial Officer:	Philip A. Campbell
President:	Anton J. Campanella
Executive Vice President & General Counsel:	Robert A. Levetown
Vice President — Finance & Controller:	William L. Bardeen
Vice President & Deputy General Counsel:	John M. Kelleher
Vice President — Secretary & Treasurer:	Carolyn S. Burger
Vice President — Corporate Relations & Advertising:	Christopher E. Clouser
Vice President — Strategic Planning:	William M. Newport
Vice President — Personnel:	David E. Berry
Vice President — Corporate Communications:	Donald H. Van Lenten
Telephone Number:	215/963-6000
Year Incorporated:	1983

Holding Company Figures
December 31, 1989

1. Number of Common Stockholders	1,180,000

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	17,056,802	—
2. Exchanges	962	—
3. Percentage of Access Lines of Industry Total	12.63	—
4. Total Number of States Operating In	7	—
5. Total Gross Plant	$28,325,822,000	$1,661
6. Total Operating Revenues	$10,226,894,000	$ 600
7. Number of Employees	67,197	—

Regulated Construction Expenditures

For Year 1989	$1,658,355,000

BELL ATLANTIC CORPORATION

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

1. The Bell Telephone Company of Pennsylvania — Philadelphia, Pennsylvania
2. The Chesapeake and Potomac Telephone Company — Washington, D.C.
3. The Chesapeake and Potomac Telephone Company of Maryland — Baltimore, Maryland
4. The Chesapeake and Potomac Telephone Company of Virginia — Richmond, Virginia
5. The Chesapeake and Potomac Telephone Company of West Virginia — Charleston, West Virginia
6. The Diamond State Telephone Company — Philadelphia, Pennsylvania
7. The New Jersey Telephone Company — Newark, New Jersey

BELLSOUTH CORPORATION
1155 Peachtree Street, N.E.
Atlanta, Georgia 30367-6000

Chairman, President & Chief Executive Officer:	John L. Clendenin
Vice Chairman — Finance & Administration:	F. Duane Ackerman
Executive Vice President & General Counsel:	Walter H. Alford
Executive Vice President & Chief Financial Officer:	Harvey R. Holding
Executive Vice President — Governmental Affairs:	Raymond L. McGuire
Senior Vice President — Corporate Human Resources:	Roy B. Howard
Vice President — Secretary & Treasurer:	Arlen G. Yokley
Vice President — Federal Relations:	Raymond K. Nolin
Vice President — Federal Regulatory:	David J. Markey
Vice President — Comptroller:	Patrick H. Casey
Telephone Number:	404/249-2000
Year Incorporated:	1983

Holding Company Figures
December 31, 1989

1. Number of Common Stockholders	1,437,815

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	16,720,367	—
2. Exchanges	1,177	—
3. Percentage of Access Lines of Industry Total	12.38	—
4. Total Number of States Operating In	9	—
5. Total Gross Plant	$34,514,643,000	$2,064
6. Total Operating Revenues	$11,995,872,345	$ 717
7. Number of Employees	77,624	—

Regulated Construction Expenditures

For Year 1989	$2,946,000,000

BELLSOUTH CORPORATION

Name of Regulated Telephone Operating Companies and Operating Location
December 31, 1989

1. South Central Bell Telephone Company — Birmingham, Alabama
2. Southern Bell Telephone & Telegraph Company — Atlanta, Georgia

CENTEL CORPORATION
8725 Higgins Road
Chicago, Illinois 60631

Chairman, President & Chief Executive Officer:	John P. Frazee, Jr.
Executive Vice President:	James A. Lovell, Jr.
Vice Chairman:	J. Stephen Vanderwoude
Senior Vice President, General Counsel, & Secretary:	Karl Berolzheimer
Senior Vice President & Chief Financial Officer:	Eugene H. Irminger
Chairman — Central Telephone Company:	Samuel E. Leftwich
President — Central Telephone Company:	Paul G. Yovovich
Controller:	John P. Meyer
Treasurer:	Dale I. Parker
Telephone Number:	312/399-2500
Year Incorporated:	1909

Holding Company Figures
December 31, 1989

1. Number of Common Shareowners	34,609

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	1,590,716	—
2. Exchanges	307	—
3. Percentage of Access Lines of Industry Total	1.18	—
4. Total Number of States Operating In	9	—
5. Total Gross Plant	$2,661,908,000	$1,673
6. Total Operating Revenues	$ 886,051,000	$ 557
7. Number of Employees	7,886	—

Regulated Construction Expenditures

For Year 1989	$195,221,000

CENTEL CORPORATION

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1989

1. Centel — Texas, Inc. — Killeen, Texas
2. Central Telephone Company — Chicago, Illinois (Iowa, Minnesota, Nevada, and North Carolina Divisions)
3. Central Telephone Company of Florida — Tallahassee, Florida
4. Central Telephone Company of Illinois — Des Plaines, Illinois
5. Central Telephone Company of Ohio — Lorain, Ohio
6. Central Telephone Company of Virginia — Charlottesville, Virginia

CENTURY TELEPHONE ENTERPRISES, INC.
1900 North 18th Street
P.O. Box 4065
Monroe, Louisiana 71211

Chairman:	Clarke M. Williams
Chief Executive Officer, Vice Chairman and President:	Clarke M. Williams, Jr.
Executive Vice President and Chief Operating Officer:	Glen F. Post, III
Senior Vice President and Chief Financial Officer:	R. Stewart Ewing, Jr.
President — Business Group:	W. Bruce Hanks
President — Telephone Group:	Jim D. Reppond
Senior Vice President, General Counsel, and Secretary:	Harvey P. Perry
Senior Vice President — Business Group:	Tony R. Davis
Vice President and Controller:	David D. Cole
Vice President — Region II Telephone:	Harlin F. Hames
Vice President — Telephone Group:	Jack W. Robinson
Telephone Number:	318/388-9500
Year Incorporated:	1968

Holding Company Figures
December 31, 1989

1. Number of Common Stockholders	5,906

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	296,034	—
2. Exchanges	238	—
3. Percentage of Access Lines of Industry Total	.22	—
4. Total Number of States Operating In	14	—
5. Total Gross Plant	$613,736,000	$2,073
6. Total Operating Revenues	$190,538,000	$ 644
7. Number of Employees	1,971	—

Regulated Construction Expenditures

For Year 1989	$41,160,000

CENTURY TELEPHONE ENTERPRISES, INC.*

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

1. Adamsville Telephone Company, Inc. — Adamsville, Tennessee
2. Caddoan Telephone Company — Springhill, Louisiana
3. Central Indiana Telephone Company, Inc. — Battle Ground, Indiana
4. Central Louisiana Telephone Company, Inc. — Jena, Louisiana
5. Century Telephone Company, Inc. — Greensburg, Louisiana
6. Century Telephone Midwest, Inc. — Chesaning, Michigan
7. Century Telephone of Arkansas, Inc. — Hardy, Arkansas
8. Century Telephone of Idaho, Inc. — Salmon, Idaho
9. Century Telephone of Michigan, Inc. — Pinconning, Michigan
10. Century Telephone of North Louisiana, Inc. — Plain Dealing, Louisiana
11. Century Telephone of Wisconsin, Inc. — La Crosse, Wisconsin
12. Chester Telephone Company — Chester, Iowa
13. Claiborne Telephone Company — New Tazewell, Tennessee
14. Coastal Telephone & Electronics Corp. — Breaux Bridge, Louisiana
15. Evangeline Telephone Company — Welsh, Louisiana
16. Forestville Telephone Company, Inc. — Forestville, Wisconsin
17. Home Telephone Company — Olive Branch, Mississippi
18. Larsen-Readfield Telephone Company — Larsen, Wisconsin
19. Louisiana Western Telephone Company — Welsh, Louisiana
20. Mid-America Telephone Company, Inc. — Stonewall, Oklahoma
21. Monroe County Telephone Company — Sparta, Wisconsin
22. Mountain Home Telephone Company, Inc. — Mountain Home, Arkansas
23. Mustang Telephone Company — Port Aransas, Texas
24. Odon Telephone Company, Inc. — Odon, Indiana
25. Redfield Telephone Company, Inc. — Redfield, Arkansas
26. Solon Springs Telephone Company — Fredric, Wisconsin
27. Union Telephone Company, Inc. — Junction City, Arkansas
28. Universal Telephone Company of Colorado — Pagosa Springs, Colorado
29. Universal Telephone Company of Northern Wisconsin, Inc. — Manitowish Waters, Wisconsin & Hawkins, Wisconsin
30. Universal Telephone Company of the Southwest — Zuni, New Mexico
31. Wyandotte Telephone Company — Wyandotte, Oklahoma

*Century Telephone Enterprises acquired Universal Telephone, Inc., during the 1989 year.

CINCINNATI BELL, INC.
201 East Fourth Street
Cincinnati, Ohio 45201

Chairman and Chief Executive Officer:	Dwight H. Hibbard
President and Chief Operating Officer:	John T. LaMacchia
Executive Vice President:	Raymond R. Clark
Executive Vice President and Chief Financial Officer:	Dennis J. Sullivan, Jr.
Senior Vice President and Treasurer:	Charles N. Garber
Secretary and Assistant Treasurer:	William H. Zimmer, III
Senior Vice President Corporate Analysis and Development:	Ronald E. Hertel
Vice President Corporate Analysis and Development:	Irene L. Chang
Telephone Number:	513/397-9900
Year Incorporated:	1983

Holding Company Figures
December 31, 1989

1. Number of Common Shareowners	19,173

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	781,064	—
2. Exchanges	22	—
3. Percentage of Access Lines of Industry Total	.58	—
4. Total Number of States Operating In	3	—
5. Total Gross Plant	$1,133,502,572	$1,451
6. Total Operating Revenues	$ 489,119,931	$ 626
7. Number of Employees	4,280	—

Regulated Construction Expenditures

For Year 1989	$142,746,369

CINCINNATI BELL, INC.

Name of Regulated Telephone Operating Company and Operating Location
December 31, 1989

1. Cincinnati Bell Telephone Company — Cincinnati, Ohio

CONTEL CORPORATION
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Chairman of the Board:	Charles Wohlstetter
President and Chief Executive Officer:	Donald W. Weber
Executive Vice President and Chief Financial Officer:	Malcolm Holmes
Executive Vice President and Telephone Operations Sector President:	Robert D. Alton
Acting Vice President — Western Region, Telephone Operations:	Ron Mullins
Vice President — Eastern Region, Telephone Operations:	Michael B. Esstman
Vice President — Central Region, Telephone Operations:	Jim A. Moffit
Controller:	Jerry W. Braxton
Vice President — Governmental Relations:	James E. Graf, II
Vice President, General Counsel, and Secretary:	Walter M. Grant
Vice President and Treasurer:	Don D. Pitts
Telephone Number:	404/391-8000
Year Incorporated:	1961

Holding Company Figures
December 31, 1989

1. Total Common Shareholders	59,645

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	2,591,090	—
2. Exchanges	1,734	—
3. Percentage of Access Lines of Industry Total	1.90	—
4. Total Number of States Operating In	30	—
5. Total Gross Plant	$5,659,952,000	$2,184
6. Total Operating Revenues	$2,120,605,610	$ 818
7. Number of Employees	14,690	—

Regulated Construction Expenditures

For Year 1989	$582,972,000

CONTEL CORPORATION

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

1. Contel of Arkansas, Inc. — Russellville, Arkansas
2. Contel of California, Inc. — Victorville, California
3. Contel of Eastern Missouri — Wentzville, Missouri
4. Contel of Illinois, Inc. — Sycamore, Illinois
5. Contel of Indiana, Inc. — Seymour, Indiana
6. Contel of Iowa, Inc. — Knoxville, Iowa
7. Contel of Kentucky, Inc. — London, Kentucky
8. Contel of Maine, Inc. — Damariscotta, Maine
9. Contel of Minnesota, Inc. — St. Paul, Minnesota
10. Contel of Missouri, Inc. — Wentzville, Missouri
11. Contel of New Hampshire, Inc. — Hillsboro, New Hampshire
12. Contel of New York, Inc. — Johnstown, New York
13. Contel of North Carolina, Inc. — Weaverville, North Carolina
14. Contel of North Dakota, Inc. — St. Paul, Minnesota
15. Contel of the Northwest, Inc. — Bellevue, Washington
16. Contel of Pennsylvania, Inc. — Hershey, Pennsylvania
17. Contel of the South, Inc. — Pell City, Alabama
18. Contel of South Carolina, Inc. — Simpsonville, South Carolina
19. Contel of South Dakota, Inc. — St. Paul, Minnesota
20. Contel of Texas — Dallas, Texas
21. Contel of Vermont, Inc. — Springfield, Vermont
22. Contel of Virginia, Inc. — Mechanicsville, Virginia
23. Contel of the West, Inc. — Bellevue, Washington
24. Contel of West Virginia, Inc. — St. Mary's, West Virginia
25. Contel System of Missouri — Wentzville, Missouri
26. Contel System of Iowa — Knoxville, Iowa
27. Contel System of Arkansas — Russellville, Arkansas
28. J.B.N. Telephone Company, Inc. — Gardner, Kansas

C-TEC CORPORATION
46 Public Square, Box 3000
Wilkes-Barre, Pennsylvania 18703

Chairman:	Andrew J. Sordoni, III
Vice Chairman:	William B. Sordoni
President & Chief Executive Officer:	Charles E. Parente
Senior Vice President — Administration, External Affairs, Secretary & Corporate Counsel:	Raymond B. Ostroski
Vice President, Chief Financial Officer & Treasurer:	James E. Bogdan
Vice President — Marketing & Development:	Donald P. Roskos
Vice President — Human Resources:	John J. Menapace
Executive Vice President — Telephone Group & Chief Operating Officer:	Jack H. Thomas
Telephone Number:	717/825-1100
Year Incorporated:	1979

Holding Company Figures
December 31, 1989

1. Total Common Shareholders	3,882

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	185,338	—
2. Exchanges	84	—
3. Percentage of Access Lines of Industry Total	.14	—
4. Total Number of States Operating In	1	—
5. Total Gross Plant	$316,002,905	$1,705
6. Total Operating Revenues	$101,535,473	$ 548
7. Number of Employees	763	—

Regulated Construction Expenditures

For Year 1989	$34,503,772

C-TEC CORPORATION

Name of Regulated Telephone Operating Company and Operating Location
December 31, 1989

1. Commonwealth Telephone Company — Dallas, Pennsylvania

GTE CORPORATION
One Stamford Forum
Stamford, Connecticut 06904

Chairman & Chief Executive Officer:	James L. Johnson
President & Chief Operating Officer:	Charles R. Lee
President — GTE Telephone Operations:	Kent B. Foster
Senior Vice President — Finance:	Nicholas L. Trivisonno
Senior Vice President — External Affairs & General Counsel:	Edward C. Schmults
Vice President — Government Affairs:	Samuel F. Shawhan, Jr.
Vice President & Treasurer:	James Murphy
Vice President & Controller:	Bruce E. Haddad
Corporate Secretary:	Marianne Drost
Telephone Number:	203/965-2000
Year Incorporated:	1935

Holding Company Figures
December 31, 1989

1. Number of Common Stockholders	440,000

Figures for Telephone Operating Companies (U.S. Only)
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	12,300,000	—
2. Exchanges	2,320	—
3. Percentage of Access Lines of Industry Total	9.11	—
4. Total Number of States Operating In	31	—
5. Total Gross Plant	$27,771,000,000	$2,258
6. Total Operating Revenues	$ 9,558,000,000	$ 777
7. Number of Employees	73,300	—

Regulated Construction Expenditures

For Year 1989	$1,887,000,000

GTE CORPORATION

Name of Regulated Telephone Operating Companies and Operating Locations (U.S. Only) December 31, 1989

1. GTE Alaska — Everett, Washington
2. GTE California — Thousand Oaks, California
3. GTE Florida — Tampa, Florida
4. GTE Hawaiian Tel — Honolulu, Hawaii
5. GTE North — Westfield, Indiana
6. GTE Northwest — Everett, Washington
7. GTE South — Tampa, Florida
8. GTE Southwest — San Angelo, Texas

NORTH-WEST TELECOMMUNICATIONS, INC.
201 Main Street, Suite 900
La Crosse, Wisconsin 54601

President and Chief Executive Officer:	Harry W. Wellenkotter
Executive Vice President:	Peter G. Allen
Vice President — Engineering & Technology and Operations:	John E. Effa
Vice President — Finance and Treasurer:	Terry M. Murphy
Vice President and Secretary:	Hugh H. Bell
Assistant Treasurer & Assistant Secretary:	Doris M. Welch
Telephone Number:	608/784-6920
Year Incorporated:	1982

Holding Company Figures
December 31, 1989

1. Total Number of Shareholders	2,300

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	64,574	—
2. Exchanges	31	—
3. Percentage of Access Lines of Industry Total	.04	—
4. Total Number of States Operating In	1	—
5. Total Gross Plant	$118,054,787	$1,828
6. Total Operating Revenues	$ 34,653,099	$ 537
7. Number of Employees	303	—

Regulated Construction Expenditures

For Year 1989	$11,863,067

NORTH-WEST TELECOMMUNICATIONS, INC.

Name of Regulated Telephone Operating Companies and Operating Locations
December 31, 1989

1. Footville Telephone Company — Footville, Wisconsin
2. North—West Telephone Company — Tomah, Wisconsin
3. Platteville Telephone Company — Platteville, Wisconsin
4. Sullivan Telephone Company — Sullivan, Wisconsin

NYNEX CORPORATION
335 Madison Avenue
New York, New York 10017

Chairman & Chief Executive Officer:	William G. Ferguson
Vice Chairman:	Robert J. Eckenrode
Executive Vice President and General Counsel:	Raymond F. Burke
Senior Vice President:	Ivan G. Seidenberg
Vice President Secretary and Treasurer:	Grace J. Pippinger
Vice President and Comptroller:	Dwight A. Kellogg
Telephone Number:	212/370-7400
Year Incorporated:	1983

Holding Company Figures
December 31, 1989

1. Number of Common Stockholders	1,100,000

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	14,960,953	—
2. Exchanges	3,776	—
3. Percentage of Access Lines of Industry Total	11.08	—
4. Total Number of States Operating In	7	—
5. Total Gross Plant	$28,405,210,000	$1,899
6. Total Operating Revenues	$11,086,660,000	$ 741
7. Number of Employees	73,222	—

Regulated Construction Expenditures

For Year 1989	$2,069,849,000

NYNEX CORPORATION

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

1. New England Telephone & Telegraph Company — Boston, Massachusetts
2. New York Telephone Company — New York, New York

PACIFIC TELECOM, INC.
805 Broadway, P.O. Box 9901
Vancouver, Washington 98668

Chairman, President & Chief Executive Officer:	Charles E. Robinson
Executive Vice President:	Charles E. Peterson
Senior Vice President:	Vern K. Dunham
Vice President & Secretary:	Theodore D. Berns
Vice President, Treasurer and Assistant Secretary:	Brian M. Wirkkala
Vice President:	James H. Huesgen
Vice President:	Robert W. Bunke
Vice President:	Chuck Kegley
Vice President:	John Geiger
Vice President:	Jim Bulgrin
Controller:	Edward R. Geiger
Telephone Number:	206/696-0983
Year Incorporated:	1955

Holding Company Figures
December 31, 1989

1. Number of Common Stockholders	4,709

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	252,732	—
2. Exchanges	210	—
3. Percentage of Access Lines of Industry Total	.19	—
4. Total Number of States Operating In	10	—
5. Total Gross Plant	$598,174,000	$2,367
6. Total Operating Revenues	$211,967,000	$ 839
7. Number of Employees	1,168	—

Regulated Construction Expenditures

For Year 1989	$54,460,900

PACIFIC TELECOM, INC.

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

1. Cascade Autovon — North Bend, Washington
2. Cencom, Inc. — Rushford, Minnesota
3. Eagle Telecommunications, Inc. — Eagle, Colorado
4. Gem State Utilities Corporation — Grandview, Idaho
5. Inter Island Telephone Company, Inc. — Friday Harbor, Washington
6. Northwestern Telephone Systems, Inc. — Kalispell, Montana
7. Peninsula Telecommunications, Inc. — Forks, Washington
8. Telephone Utilities of Alaska, Inc. — Anchorage, Alaska
9. Telephone Utilities of Eastern Oregon, Inc. — Lebanon, Oregon
10. Telephone Utilities of the Northland, Inc. — Anchorage, Alaska
11. Telephone Utilities of Oregon, Inc. — Lebanon, Oregon
12. Telephone Utilities of Washington, Inc. — Cheney and Gig Harbor, Washington
13. Telephone Utilities of Wyoming, Inc. — Pinedale, Wyoming

PACIFIC TELESIS GROUP
130 Kearny Street, 37th Floor
San Francisco, California 94108

Chairman, President & Chief Executive Officer:	Sam Ginn
Vice Chairman and Chief Financial Officer:	John E. Hulse
Group President and Chief Executive Officer — PacTel Corporation:	C. Lee Cox
Group President and Chief Executive Officer — Pacific Bell:	Philip J. Quigley
Executive Vice President — External Affairs:	Arthur C. Latno, Jr.
Executive Vice President — External Affairs — Pacific Bell:	Gary W. McBee
Executive Vice President — Human Resources:	Jim R. Moberg
Executive Vice President, General Counsel, and Secretary:	Richard W. Odgers
Vice President and Treasurer:	Lydell L. Christensen
Vice President and Controller:	Kendall T. Murphy
Telephone Number:	415/394-3000
Year Incorporated:	1983

Holding Company Figures
December 31, 1989

1. Total Number of Shareholders	1,088,425

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	14,202,949	—
2. Exchanges	476	—
3. Percentage of Access Lines of Industry Total	10.52	—
4. Total Number of States Operating In	2	—
5. Total Gross Plant	$24,134,808,303	$1,699
6. Total Operating Revenues	$ 7,998,678,086	$ 563
7. Number of Employees	65,057	—

Regulated Construction Expenditures

For Year 1989	$1,512,199,884

PACIFIC TELESIS GROUP

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

1. Nevada Bell — Reno, Nevada
2. Pacific Bell — San Francisco, California

ROCHESTER TEL
180 South Clinton Avenue
Rochester, New York 14646-0700

President and Chief Executive Officer:	Alan C. Hasselwander
Executive Vice President—Telecommunications Group:	Ronald L. Bittner
Executive Vice President—Telephone Group:	David C. Mitchell
Vice President—Finance, Secretary, and Treasurer:	Frederick R. Pestorius
Vice President—Telephone Group Staff:	John K. Purcell
Vice President—Telephone Operations:	John H. Cline
Assistant Secretary:	Josephine S. Trubek
Assistant Treasurer:	Barbara K. Osterman
Telephone Number:	716/777-1000
Year Incorporated:	1920

Holding Company Figures
December 31, 1989

1. Total Number of Shareholders	15,710

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	610,338	—
2. Exchanges	216	—
3. Percentage of Access Lines of Industry Total	.45	—
4. Total Number of States Operating In	7	—
5. Total Gross Plant	$1,025,267,000	$1,680
6. Total Operating Revenues	$359,880,000	$ 590
7. Number of Employees	2,782	—

Regulated Construction Expenditures

For Year 1989	$89,331,000

ROCHESTER TEL

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

1. AuSable Valley Telephone Company—Monroe, New York
2. Breezewood Telephone Company—Breezewood, Pennsylvania
3. C,C & S Telco, Inc.—Jackson, Michigan
4. Canton Telephone Company—Canton, Pennsylvania
5. Citizens Telephone Company — Fairmount, Indiana
6. Enterprise Telephone Company—New Holland, Pennsylvania
7. Highland Telephone Company—Monroe, New York
8. Inland Telephone Company — Champaign, Illinois
9. Lakeshore Telephone Company — Cecil, Wisconsin
10. Lakeside Telephone Company — Champaign, Illinois
11. Lakewood Telephone Company—Barnesville, Pennsylvania
12. Midland Telephone Company — Champaign, Illinois
13. Midway Telephone Company — Watton, Michigan
    (Subsidiary of Ontonagon County Telephone Company
14. Mondovi Telephone Company — Mondovi, Wisconsin
15. Ontonagon County Telephone Company — Ontonagon, Michigan
16. Oswayo River Telephone Company—Shinglehouse, Pennsylvania
17. Prairie Telephone Company — Champaign, Illinois
18. Rochester Telephone Company—Rochester, New York
19. Seneca-Gorham Telephone Corporation—Holcomb, New York
20. Sylvan Lake Telephone Company—Monroe, New York
21. Thorntown Telephone Company, Inc.—Thorntown, Indiana
22. Urban Telephone Company — Clintonville, Wisconsin

SLT COMMUNICATIONS, INC.
P.O. Box 650
Sugar Land, Texas 77478

President & Chief Executive Officer:	Robert C. Brown, III
Executive Vice President:	Jack Roach
Executive Vice President:	Peter Slot
Senior Vice President & Chief Financial Officer:	Charles Schuchard
Vice President, Engineering & Industry Relations:	Mike Lamb
Corporate Secretary:	Trudy Mayou
Telephone Number:	713/494-2121
Year Incorporated:	1978

Holding Company Figures
December 31, 1989

1. Number of Common Shareholders	58
2. Number of Preferred Shareholders	50

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	35,755	—
2. Exchanges	23	—
3. Percentage of Access Lines of Industry Total	.03	—
4. Total Number of States Operating In	2	—
5. Total Gross Plant	$92,107,000	$2,576
6. Total Operating Revenues	$29,323,000	$ 820
7. Number of Employees	180	—

Regulated Construction Expenditures

For Year 1989	$ 8,000,000
For Year 1990 (Est.)	10,000,000
For Year 1991 (Est.)	6,000,000

SLT COMMUNICATIONS, INC.

Name of Regulated Telephone Operating Companies and Operating Locations
December 31, 1989

1. Perco Telephone Company — Perryville, Arkansas
2. Sugar Land Telephone Company — Sugar Land, Texas
3. Tri-County Telephone Company — Garrison, Texas
4. Waterwood Telephone Company — Waterwood, Texas

SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION
227 Church Street
New Haven, Connecticut 06510

Chairman, President & Chief Executive Officer:	Walter H. Monteith, Jr.
Senior Vice President — Marketing & Sales:	Richard M. Donofrio
Senior Vice President — Finance & Planning:	Daniel J. Miglio
Senior Vice President — Operations:	Robert F. Neal
Vice President & General Counsel:	James B. Curtin
Vice President — Personnel & Corporate Relations:	Jean M. Handley*
Vice President — Network, and Chief Technology Officer:	Charles B. Harrison*
Vice President — Market Plans:	John D. Martens*
Vice President — Regulatory Matters:	Terry O. Oulundsen*
Vice President, Secretary & Treasurer:	E. William Kobernusz
Vice President and Comptroller:	John A. Sadek
Telephone Number:	203/771-5200
Year Incorporated:	1983

* Solely an officer of The Southern New England Telephone Company.

Holding Company Figures
December 31, 1989

1. Total Common Share Owners	69,299

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	1,875,000	—
2. Exchanges	87	—
3. Percentage of Access Lines of Industry Total	1.39	—
4. Total Number of States Operating In	1	—
5. Total Gross Plant	$3,635,743,000	$1,939
6. Total Operating Revenues	$1,419,414,000	$ 757
7. Number of Employees	11,339	—

Regulated Construction Expenditures

For Year 1989	$356,693,000

SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION

Name of Regulated Telephone Operating Company and Operating Location
December 31, 1989

1. Southern New England Telephone Company—New Haven, Connecticut

SOUTHWESTERN BELL CORPORATION
One Bell Center, Suite 4210
St. Louis, Missouri 63101

Chairman and Chief Executive Officer:	Edward E. Whitacre, Jr.
Vice Chairman:	Gerald D. Blatherwick
Vice Chairman and Chief Financial Officer:	Robert G. Pope
Senior Executive Vice President and General Counsel:	James D. Ellis
Senior Vice President — Finance and Treasurer:	Cassandra C. Carr
Senior Vice President — Strategic Planning:	Robert H. Glaser
Vice President — Government and Industry Affairs:	Horace Wilkins, Jr.
Vice President and Secretary:	Ann Goddard
Telephone Number:	314/235-9800
Year Incorporated:	1983

Holding Company Figures
December 31, 1989

1. Total Number of Common Shareholders	1,086,504

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	11,444,061	—
2. Exchanges	881	—
3. Percentage of Access Lines of Industry Total	8.48	—
4. Total Number of States Operating In	5	—
5. Total Gross Plant	$23,660,844,000	$2,068
6. Total Operating Revenues	$ 7,408,690,000	$ 647
7. Number of Employees	58,400	—

Regulated Construction Expenditures

For Year 1989	$1,340,620,580

SOUTHWESTERN BELL CORPORATION

Name of Regulated Telephone Operating Company and Operating Location
December 31, 1989

1. Southwestern Bell Telephone Company — St. Louis, Missouri

TELEPHONE AND DATA SYSTEMS, INC.
79 West Monroe Street, Suite 905
Chicago, Illinois 60603

Chairman of the Board:	LeRoy T. Carlson
President & Chief Executive Officer:	LeRoy T. Carlson, Jr.
Executive Vice President—Finance; Chief Financial Officer:	Murray L. Swanson
Vice President—Engineering:	Rudolph E. Hornacek
Treasurer:	Ronald D. Webster
Corporate Controller:	Gregory J. Wilkinson
Secretary:	Michael G. Hron
President — Telephone Operations:	James Barr, III
Senior Vice President — Government and Regulatory Affairs:	Arland R. Hocker
Vice President — Plant Operations:	Vincent J. Reed
Controller — Telephone Operations:	William G. Grabel
Telephone Number:	312/630-1900
Year Incorporated:	1969

Holding Company Figures
December 31, 1989

1. Number of Common Stockholders	3,341
2. Number of Series A Common Stockholders	85

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	263,914	—
2. Exchanges	238	—
3. Percentage of Access Lines of Industry Total	.20	—
4. Total Number of States Operating In	27	—
5. Total Gross Plant	$548,518,705	$2,078
6. Total Operating Revenues	$168,046,000	$ 637
7. Number of Employees	1,472	—

Regulated Construction Expenditures

For Year 1989	$56,500,000
For Year 1990 (Est.)	71,200,000
For Year 1991 (Est.)	37,300,000

TELEPHONE AND DATA SYSTEMS, INC.

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

1. Amelia Telephone Corporation — Amelia, Virginia
2. Arcadia Telephone Company — Arcadia, Ohio
3. Asotin Telephone Company — Asotin, Washington
4. Augusta Telephone Company — Augusta, Michigan
5. Badger Telecom, Inc. — Neillsville, Wisconsin
6. Barnardsville Telephone Company — Barnardsville, North Carolina
7. Black Earth Telephone Company, Inc. — Black Earth, Wisconsin
8. Blue Ridge Telephone Company — Blue Ridge, Georgia
9. Bonduel Telephone Company — Bonduel, Wisconsin
10. Burlington, Brighton, & Wheatland Telephone Company — Burlington, Wisconsin
11. Butler Telephone Company, Inc. — Butler, Alabama
12. Calhoun City Telephone Company, Inc. — Calhoun City, Mississippi
13. Central State Telephone Company — Vesper, Wisconsin
14. Chatham Telephone Company — Chatham, Michigan
15. Chichester Telephone Company, Inc. — Chichester, New Hampshire
16. Clayton Telephone Company — Clayton, Michigan
17. Cleveland County Telephone Company, Inc. — Rison, Arkansas
18. Communications Corporation of Indiana — Roachdale, Indiana
19. Concord Telephone Exchange, Inc. — Concord, Tennessee
20. Continental Telephone Company — Continental, Ohio
21. Decatur Telephone Company, Inc. — Decatur, Arkansas
22. Dodge County Telephone Company — Reeseville, Wisconsin
23. Edwards Telephone Company, Inc. — Edwards, New York
24. Elnora Telephone Company, Inc. — Elnora, Indiana
25. Fayetteville Telephone Company — Fayetteville, Ohio
26. Fennimore Telephone Company — Fennimore, Wisconsin
27. Goshen Telephone Company — Goshen, Alabama
28. Grove Hill Telephone Corp. — Grove Hill, Alabama
29. Happy Valley Telephone — Anderson, California
30. Harlan Telephone Company — Pleasant Plain, Ohio
31. Hartland & St. Albans Telephone Company — Hartland, Maine
32. Hickory Telephone Company — Hickory Corners, Michigan
33. Home Telephone Company of Pittsboro, Inc. — Pittsboro, Indiana
34. Home Telephone Company, Inc. — Waldron, Indiana
35. Home Telephone Company — Condon, Oregon
36. Hornitos Telephone Company — Hornitos, California
37. Island Telephone Company — Chesaning, Michigan
38. Kearsarge Telephone Company — New London, New Hampshire
39. Lake Livingston Telephone Company — Livingston, Texas
40. Leslie County Telephone Company, Inc. — Hyden, Kentucky
41. Ludlow Telephone Company, Inc. — Ludlow, Vermont
42. Mahanoy & Mahantango Telephone Company — Herndon, Pennsylvania
43. McClellanville Telephone Company, Inc. — McClellanville, South Carolina
44. Meriden Telephone Company — Meriden, New Hampshire
45. Mid-State Telephone Company — Spicer, Minnesota
46. Midway Telephone Company — Medford, Wisconsin
47. Mosel & Centerville Telephone Company — Cleveland, Wisconsin
48. Mt. Vernon Telephone Company — Verona, Wisconsin
49. New London Telephone Company — New London, Missouri
50. Northfield Telephone Company — Northfield, Vermont

TELEPHONE AND DATA SYSTEMS, INC.
(Continued)

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

51. Oakman Telephone Company, Inc. — Oakman, Alabama
52. Oklahoma Communications Systems, Inc. — Choctaw, Oklahoma
53. Orchard Farm Telephone Company — St. Charles, Missouri
54. Oriskany Falls Telephone Company — Oriskany Falls, New York
55. Peoples Telephone Company — Leesburg, Alabama
56. Peoples Telephone Company — Mt. Hope, Wisconsin
57. Perkinsville Telephone Company, Inc. — Perkinsville, Vermont
58. Poseyville Telephone Company, Inc. — Poseyville, Indiana
59. Potlatch Telephone Company, Inc. — Kendrick, Idaho
60. Quincy Telephone Company — Quincy, Florida
61. Rock River Telephone Company — Johnson Creek, Wisconsin
62. St. Stephen Telephone Company — St. Stephen, South Carolina
63. Salem Telephone Company — Salem, Kentucky
64. Scandinavia Telephone Company — Scandinavia, Wisconsin
65. Service Telephone Company, Inc. — Fair Bluff, North Carolina
66. Shawassee Telephone Company — Perry, Michigan
67. Somerset Telephone Company — North Anson, Maine
68. Stockbridge & Sherwood Telephone Company, Inc. — Sherwood, Wisconsin
69. Stoutland Telephone Company — Stoutland, Missouri
70. Sugar Valley Telephone Company — Loganton, Pennsylvania
71. Tellico Telephone Company, Inc. — Tellico Plains, Tennessee
72. Tennessee Telephone Company — Knoxville, Tennessee
73. Tenney Telephone Company — Alma, Wisconsin
74. Troy Telephone Company, Inc. — Troy, Idaho
75. Valders Telephone Company — Valders, Wisconsin
76. Wadesville Telephone Company, Inc. — Wadesville, Indiana
77. Warren Telephone Company — Warren, Maine
78. Waunakee Telephone Company — Waunakee, Wisconsin
79. West Penobscot Telephone & Telegraph Company — Corinna, Maine
80. Williston Telephone Company — Williston, South Carolina
81. Winterhaven Telephone Company — Winterhaven, California
82. Wolverine Telephone Company — Millington, Michigan

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TELEPHONE ELECTRONICS CORPORATION/FAIL, INCORPORATED
P.O. Box 22923
Jackson, Mississippi 39225

President & Chief Financial Officer:	Joseph D. Fail (Fail (Incorporated) Charles F. Fail (Telephone Electronics Corporation)
Executive Vice President, Chief Financial Officer:	Walter J. Frank, Jr.
Executive Vice President — Industry Relations & Regulatory Affairs:	Lera O'Brian Roark
Executive Vice President — Regulatory Operations:	Harvey G. Poole
Treasurer & Secretary:	Joseph D. Fail (Telephone Electronics Corporation) Charles F. Fail (Fail, Incorporated)
Telephone Number:	601/354-9070
Year Incorporated:	1972 (Telephone Electronics Corporation) 1984 (Fail, Incorporated)

Holding Company Figures
December 31, 1989

1. Number of Shareholders	6

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	40,592	—
2. Exchanges	37	—
3. Percentage of Access Lines of Industry Total	.03	—
4. Total Number of States Operating In	4	—
5. Total Gross Plant	$83,259,508	$2,051
6. Total Operating Revenues	$26,650,268	$ 657
7. Number of Employees	205	—

Regulated Construction Expenditures

For Year 1989	$5,523,539

TELEPHONE ELECTRONICS CORPORATION/FAIL INCORPORATED

Name of Regulated Telephone Operating Companies
and Operating Locations
December 31, 1989

1. Bay Springs Telephone Co., Inc. — Bay Springs, Mississippi (Telephone Electronics Corporation)
2. Chickamauga Telephone Corporation — Chickamauga, Georgia (Fail, Incorporated)
3. Crockett Telephone Company — Bradford, Tennessee (Telephone Electronics Corporation)
4. Fulton Telephone Company — Fulton, Mississippi (Fail, Incorporated)
5. Mound Bayou Telephone & Communications, Inc. — Fulton, Mississippi (Fail, Incorporated)
6. National Telephone of Alabama — Cherokee, Alabama (Telephone Electronics Corporation)
7. Ooltewah-Collegedale Telephone Co. — Chickamauga, Georgia (Fail Incorporated)
8. Peoples Telephone Company, Inc. — Bradford, Tennessee (Telephone Electronics Corporation)
9. Roanoke Telephone Company, Inc. — Roanoke, Alabama (Telephone Electronics Corporation)
10. West Tennessee Telephone Company — Bradford, Tennessee (Telephone Electronics Corporation)

UNITED TELECOMMUNICATIONS, INC.
2330 Shawnee Mission Parkway
Westwood, Kansas 66205

Chairman:	Paul H. Henson
President & Chief Executive Officer:	William T. Esrey
President — Local Telecommunications Division:	Curtis G. Fields
President — Long Distance Division:	Ronald T. Lemay
Executive Vice President — Law, and External Affairs:	J. Richard Devlin
Executive Vice President — Chief Human Resources, Technology and Planning Officer:	David D. King
Executive Vice President & Chief Financial Officer:	Arthur B. Krause
Vice President — Controller:	William J. Gunter
Vice President — Secretary:	Don A. Jensen
Vice President — Treasurer:	M. Jeannine Strandjord
Telephone Number:	913/676-3000
Year Incorporated:	1938

Holding Company Figures
December 31, 1989

1. Total Number of Stockholders	77,894

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	3,811,980	—
2. Exchanges	1,126	—
3. Percentage of Access Lines of Industry Total	2.82	—
4. Total Number of States Operating In	17	—
5. Total Gross Plant	$7,041,074,000	$1,847
6. Total Operating Revenues	$2,365,400,000	$ 621
7. Number of Employees	20,115	—

Regulated Construction Expenditures

For Year 1989	$642,179,000

UNITED TELECOMMUNICATIONS, INC.

Name of Regulated Telephone Operating Companies and Operating Location December 31, 1989 (Note A)

1. Carolina Telephone & Telegraph Company — Tarboro, North Carolina
2. United Inter-Mountain Telephone Company — Bristol, Tennessee
3. United Telephone Company of Arkansas — Junction City, Kansas
4. United Telephone Company of the Carolinas — Bristol, Tennessee
5. United Telephone Company of Florida — Apopka, Florida
6. United Telephone Company of Indiana — Warsaw, Indiana
7. United Telephone Company of Iowa — Junction City, Kansas
8. United Telephone Company of Kansas — Junction City, Kansas
9. United Telephone Company of Minnesota — Chaska, Minnesota
10. United Telephone Company of Missouri — Jefferson City, Missouri
11. United Telephone Company of New Jersey — Clinton, New Jersey
12. United Telephone Company of the Northwest — Hood River, Oregon
13. United Telephone Company of Ohio — Mansfield, Ohio
14. United Telephone Company of Pennsylvania — Carlisle, Pennsylvania
15. United Telephone Company of Texas — Tyler, Texas
16. United Telephone Company of the West — Scottsbluff, Nebraska

Note A = Reflects the transfer of operating property with Contel. Property in Arkansas and Iowa was exchanged for Contel's Kansas property.

U S WEST, INCORPORATED
7800 East Orchard Road
Englewood, Colorado 80111

Chairman & Chief Executive Officer:	Jack A. MacAllister
President & Chief Operating Officer:	Richard D. McCormick
Executive Vice President & Chief Financial Officer:	Howard P. Doerr
Executive Vice President, General Counsel, and Secretary:	Laurence W. DeMuth, Jr.
Vice President and Treasurer:	James T. Anderson
Vice President and Controller:	David I. Brenner
Vice President — Federal Relations:	H. Laird Walker
President — Operations, U S WEST Communications:	A. Gary Ames
Telephone Number:	303/793-6500
Year Incorporated:	1983

Holding Company Figures
December 31, 1989

1. Number of Shareowners	962,027

Figures for Telephone Operating Companies
December 31, 1989

	Totals for Group	Average Per Access Line
1. Access Lines	12,306,536	—
2. Exchanges	1,472	—
3. Percentage of Access Lines of Industry Total	9.12	—
4. Total Number of States Operating In	14	—
5. Total Gross Plant	$23,701,377,000	$1,926
6. Total Operating Revenues	$ 8,128,848,000	$ 661
7. Number of Employees	58,778	—

Regulated Construction Expenditures

For Year 1989	$2,173,130,000

U S WEST, INCORPORATED

Name of Regulated Telephone Operating Companies and Operating Locations December 31, 1989

1. Mountain States Telephone and Telegraph Company — Denver, Colorado; d/b/a U S WEST Communications as of July 1, 1988.* Malheur Home Telephone Company and El Paso Telephone Company are wholly owned subsidiaries of Mountain States Telephone and Telegraph Company.

2. Northwestern Bell Telephone Company — Omaha, Nebraska; d/b/a U S WEST Communications as of July 1, 1988.*

3. Pacific Northwest Bell Telephone Company — Seattle, Washington; d/b/a U S WEST Communications as of July 1, 1988.*

*The purpose of this corporate reorganization was to establish a framework to unify and regionalize the operations of the above listed companies for governance, marketing, and operational purposes. (MST&T Form M Schedule A-1).

UNITED STATES
TELEPHONE ASSOCIATION
900 19th Street, N.W., Suite 800
Washington, DC 20006-2105
(202) 835-3100